

ARTICLES OF CONVERSION

Corporations Section

Pursuant to the provisions of section 2.15 of the Texas Revised Limited Partnership Act and article 5.17 of the Texas Business Corporation Act, the undersigned converting entity certifies the following articles of conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the Texas Revised Limited Partnership Act and the Texas Business Corporation Act.

1. A plan of conversion was approved and adopted in accordance with the provisions of section 2.15 of the Texas Revised Limited Partnership Act providing for the conversion of RailWorks Track Systems – Texas, L.P., a Texas limited partnership, to RailWorks Track Systems – Texas, Inc., a Texas corporation.

2. An executed plan of conversion is on file at the principal place of business of the converting entity at Five Penn Plaza, 17th Floor, New York, NY 10001 and, from and after the conversion, an executed plan of conversion will be on file at the principal place of business of the converted entity at Five Penn Plaza, 17th Floor, New York, NY 10001.

3. A copy of the plan of conversion will be furnished by the converting entity (prior to the conversion) or by the converted entity (after the conversion) on written request and without cost to any partner, shareholder or member of the converting entity or the converted entity.

4. The approval of the plan of conversion was duly authorized by all action required by the laws under which the converting entity is formed and by its constituent documents.

5. Two copies of the articles of incorporation of the converted entity formed pursuant to the plan of conversion are being filed with the secretary of state with these articles of conversion.

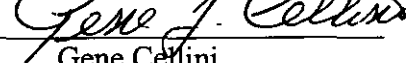
6. The conversion will become effective on **December 31, 2004 at 11:59 P.M.** in accordance with the provisions of section 2.12 of the Texas Revised Limited Partnership Act.

Dated December 6, 2004, effective December 31, 2004.

RAILWORKS TRACK SYSTEMS – TEXAS, L.P.

By: RAILWORKS TRACK SYSTEMS, INC.

Its: General Partner

By: 
Name: Gene Cellini
Title: Vice President – Tax

**PLAN OF CONVERSION FOR
RAILWORKS TRACK SYSTEMS – TEXAS, L.P. INTO
RAILWORKS TRACK SYSTEMS – TEXAS, INC.**

THIS PLAN OF CONVERSION dated December 6, 2004, effective December 31, 2004, by RailWorks Track Systems – Texas, L.P., a Texas limited partnership, which is converting to a Texas corporation organized under the laws of the State of Texas.

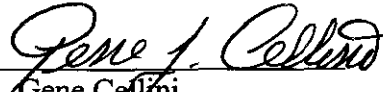
1. RailWorks Track Systems – Texas, L.P. hereby adopts this plan of conversion in order to convert to RailWorks Track Systems – Texas, Inc.
2. By the conversion, RailWorks Track Systems – Texas, Inc. will be continuing its existence in the form of a Texas corporation.
3. Partnership interests in RailWorks Track Systems – Texas, L.P. will be converted to shares of common stock in RailWorks Track Systems – Texas, Inc. as follows: a one percent partnership interest in RailWorks Track Systems – Texas, L.P. shall be equal to 10 shares of common stock in RailWorks Track Systems – Texas, Inc.
4. The articles of incorporation of RailWorks Track Systems – Texas, Inc. are attached hereto and made a part hereof as Exhibit A.
5. The conversion will become effective **December 31, 2004 at 11:59 P.M.** after the filing of articles of conversion with the Texas Secretary of State and on compliance with the organizational requirements of the Texas Business Corporation Act.

Converting Entity:

RAILWORKS TRACK SYSTEMS – TEXAS, L.P.

By: RAILWORKS TRACK SYSTEMS, INC.

Its: General Partner

By: 
Name: Gene Cellini
Title: Vice President – Tax

ARTICLES OF INCORPORATION
OF
RAILWORKS TRACK SYSTEMS - TEXAS, INC.

FILED
In the Office of the
Secretary of State of Texas
DEC 27 2004
Corporations Section

I, the undersigned person, being over the age of eighteen (18) years and a citizen of the State of Texas, acting as the incorporator of a corporation under the Texas Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is RAILWORKS TRACK SYSTEMS - TEXAS, INC.

ARTICLE TWO

The corporation shall have perpetual existence.

ARTICLE THREE

The purpose for which the corporation is organized is to engage in any lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The prior name of this entity was Railworks Track Systems – Texas, L.P. The prior form of organization was a limited partnership; its date of organization was December 31, 2000, as amended on June 25, 2001; its prior jurisdiction was the state of Texas; its prior address was 6225 Smith Avenue, Suite 200, Baltimore Maryland 21209. The converted entity is being created pursuant to the plan of conversion of Railworks Track Systems – Texas, L.P.

ARTICLE FIVE

The aggregate number of shares which the corporation shall have authority to issue, and which shall comprise its total capitalization, is ten thousand (10,000) shares of the par value of One Dollar (\$1.00) per share.

The designation of each class, the number of shares, and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value, are as follows:

| | | | |
|-------------------------|--------------|--------------------|----------------------------------------------------------------|
| No. of <u>Shares</u> | <u>Class</u> | Series (If any) | Par Value or Statement that Shares are Without Par Value |
| 10,000 | Common | N/A | \$1.00 |

ARTICLE SIX

The street address of the initial registered office of the corporation is 701 Brazos Street, Suite 1050, Austin, Texas 78701, and the name of its initial registered agent at such address is Corporation Service Company d/b/a CSC – Lawyers Incorporating Service Company.

ARTICLE SEVEN

The number of directors shall be fixed by the Bylaws of the corporation, and until changed by the Bylaws, the number shall be not less than one (1) nor more than five (5); and the name and address of the initial member(s) of the Board of Directors, to serve until one or more successors are duly elected and qualified is:

NAME:

ADDRESS:

Raymond E. List

c/o RailWorks Corporation
Five Penn Plaza
New York, NY 10001

Kenneth Campbell

c/o RailWorks Corporation
Five Penn Plaza
New York, NY 10001

ARTICLE EIGHT

The name and address of the incorporator is

NAME:

ADDRESS:

Carlos A. Mattioli

909 Fannin Street, Suite 2400
Houston, Texas 77010

IN WITNESS WHEREOF, I have hereunto set my hand on this 27th day of December, 2004.



Carlos A. Mattioli

**Railworks Track Systems, Inc.
Five Penn Plaza, 17th Floor
New York, NY 10001**

December 6, 2004

RailWorks Track Systems – Texas, Inc.
6060 Armour Drive
Houston, TX 77020

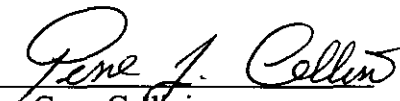
Re: RailWorks Track Systems – Texas, Inc.
Consent to Use Name

Gentlemen:

RailWorks Track Systems, Inc. hereby grants permission to you for use of the name of RailWorks Track Systems – Texas, Inc. in the State of Texas. We understand the name will be registered with the Texas Secretary of State. We do not anticipate any confusion of the general public between our name and yours.

Sincerely,

RAILWORKS TRACK SYSTEMS, INC.

By: 
Name: Gene Cellini
Title: Vice President – Tax

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